

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; ARISTA
MUSIC, fka BMG MUSIC; CAPITOL
RECORDS, LLC, fka CAPITOL RECORDS,
INC.; ELEKTRA ENTERTAINMENT
GROUP INC.; INTERSCOPE RECORDS;
LAFACE RECORDS LLC; MOTOWN
RECORD COMPANY, L.P.; PRIORITY
RECORDS LLC; SONY MUSIC
ENTERTAINMENT, fka SONY BMG
MUSIC ENTERTAINMENT; UMG
RECORDINGS, INC.; VIRGIN RECORDS
AMERICA, INC.; and WARNER BROS.
RECORDS INC.,

Plaintiffs,

v.

LIME WIRE LLC; LIME GROUP LLC;
MARK GORTON; and M.J.G. LIME WIRE
FAMILY LIMITED PARTNERSHIP,

Defendants.

06 Civ. 05936 (KMW)
ECF CASE

**DECLARATION OF MELINDA E. LEMOINE IN SUPPORT OF PLAINTIFFS' REPLY
TO PLAINTIFFS' MOTION FOR PARTIAL SUMMARY JUDGMENT ON
PLAINTIFFS' OWNERSHIP OR CONTROL OF THE WORKS AT ISSUE**

Glenn D. Pomerantz (*pro hac vice*)
Kelly M. Klaus (*pro hac vice*)
Melinda E. LeMoine
Susan T. Boyd (*pro hac vice*)
Jonathan H. Blavin (*pro hac vice*)
Munger, Tolles & Olson LLP
355 South Grand Avenue
Los Angeles, CA 90071
(213) 683-9100
Attorneys for Plaintiffs

Date: March 1, 2011

1. I am a partner at the law firm of Munger, Tolles & Olson LLP, counsel of record for Plaintiffs. I make this Declaration in support of Plaintiffs' Reply in support of Plaintiffs' Motion for Partial Summary Judgment on Plaintiffs' Ownership or Control of the Works at Issue. The contents of this Declaration are based upon my own personal knowledge, and if called upon to do so, I could and would testify competently to the matters stated herein.

2. Attached hereto as Exhibit 1 is a true and correct copy of a chart prepared at my direction. Based on Defendants' Response to Plaintiffs' 56.1 Statement and Exhibit 1 to the Declaration of Thomas Meloro, the chart in Exhibit 1 clarifies which works are undisputed and which works Defendants still oppose. If a work is opposed, the chart points to the paragraph of the Reply 56.1 Statement that corresponds to that particular work.

3. Attached hereto as Exhibit 2 is a true and correct copy of an excerpt from the transcript of the deposition of Wade Leak taken in this action. This particular excerpt, though previously designated confidential, is being de-designated as non-confidential concurrently with this filing.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: March 1, 2011
Los Angeles, CA

s/Melinda E. LeMoine

Melinda E. LeMoine